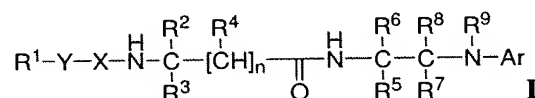


CLAIMS

1. (currently amended) A compound of Formula I:



or a pharmaceutically acceptable salt or ~~prodrug~~ thereof, wherein:

~~R¹ is a member selected from the group consisting of H, C₆-C₁₀ aryl substituted with 0-3 R^{1a}, or a 5 to 6 membered monocyclic or 8 to 10 membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a}; a C₃-C₈ cycloalkyl substituted with 0-2 R^{1b}, wherein said C₃-C₈ cycloalkyl is saturated or unsaturated; and a C₂-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1e} and is saturated or unsaturated;~~

each R^{1a} is independently a member selected from the group consisting of H, C₁-C₃ perfluoroalkyl, C₃-C₇ cycloalkyl, F, Cl, Br, CN, NO₂, OR¹⁰, SCH₃, S(=O)CH₃, S(=O)₂R¹⁰, NR¹¹R¹², acetyl, C(=O)OR¹³, C(=O)NR¹³R¹⁴, S(=O)₂NR¹³R¹⁴, phenyl substituted with 0-3 R¹⁵, ~~a 5 to 6 membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵; a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1e} and is saturated or unsaturated;~~ and a C₁-C₄ alkyl substituted with 0-2 R¹⁶;

each R^{1b} is independently a member selected from the group consisting of H, OH, F, Cl, acetyl, =O, C₁-C₆ alkyl, C₁-C₆ alkoxy, CF₃ and OCF₃;

~~each R^{1e} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C₁-C₆ alkyl substituted with 0-2 R¹⁶, C₁-C₆ alkoxy, CF₃, OCF₃, C(=O)R¹⁰, S(=O)₂R¹⁰, tBoc, Cbz; phenyl substituted with 0-3 R¹⁵; a 5 to 6 membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵;~~

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15} , ~~a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}~~ ; a C_1 - C_6 alkyl substituted with 0-2 R^{2a} , wherein said C_1 - C_6 alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, and -S(=O)₂-, a C_2 - C_6 alkenyl, a C_2 - C_6 alkynyl, a C_3 - C_7 cycloalkyl substituted with 0-2 R^{19} , ~~wherein said C_3 - C_7 cycloalkyl optionally contains a heteroatom selected from O, S, and S(=O)₂~~, and a C_7 - C_{11} bicycloalkyl substituted with 0-2 R^{19} ;

each R^{2a} is independently a member selected from the group consisting of a C_6 - C_{10} aryl substituted with 0-3 R^{15} , ~~a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}~~ ; a C_3 - C_8 cycloalkyl substituted with 0-2 R^{19} , and a C_7 - C_{11} bicycloalkyl substituted with 0-2 R^{19} ;

R^3 is a member selected from the group consisting of H and C_1 - C_4 alkyl;

subscript n is 0 or 1;

R^4 is a member selected from the group consisting of H and C_1 - C_6 alkyl;

~~alternatively, R^2 and R^4 are taken together to form a C_5 - C_7 cycloalkyl substituted with 0-2 R^{19}~~ ;

R^5 is a member selected from the group consisting of H, C_3 - C_7 cycloalkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkyne, phenyl substituted with 0-2 R^{15} ; ~~5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}~~ ; and a C_1 - C_6 alkyl substituted with 0-2 R^{18} , wherein said C_1 - C_6 alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, -S(=O)-, -S(=O)₂- and -NR¹⁷-;

Y is a member independently selected from the group consisting of a bond and -(CR²⁰R²¹)_m-W-(CR²²R²³)_p-;

subscript p is 1 or 2;

subscript m is 0 or 1;

W is a member independently selected from the group consisting of a bond, -O-, -S-, -S(=O)-, -S(=O)₂- and -NR¹²-;

X is selected from the group consisting of -C(=O)-, -OC(=O)-, -NR²⁴C(=O)- and -S(=O)₂-;

each of R⁶, R⁷, R⁸ and R⁹ is independently a member selected from the group consisting of H and C₁-C₄ alkyl;

~~alternatively, R⁵ and R⁷ are taken together to form a C₅-C₇ cycloalkyl substituted with 0-2 R¹⁹;~~

~~alternatively, R⁵ and R⁹ are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

Ar is a member selected from the group consisting of phenyl substituted with 0-3 R²⁹, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R²⁹;

each R¹⁰ is independently a member selected from the group consisting of H, C₃-C₇ cycloalkyl, a C₁-C₃ perfluoroalkyl, a C₁-C₄ alkyl substituted with 0-1 R²⁵, and a phenyl substituted with 0-3 R¹⁵; ~~a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵, and a C₂-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R¹⁶;~~

each R¹¹ is independently a member selected from the group consisting of H, 'BOC, Cbz, C₃-C₈ cycloalkyl, (C₁-C₆ alkyl)-C(=O)-, (C₁-C₆ alkyl)-S(=O)₂- and a C₁-C₆ alkyl;

each of R¹², R¹³ and R¹⁴ is independently a member selected from the group consisting of H and C₁-C₄ alkyl;

~~alternatively, R¹³ and R¹⁴ on the same N atom are taken together to form a C₅-C₇ heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

each R¹⁵ is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO₂, COOR¹³, C(=O)NR¹³R¹⁴, S(=O)₂NR¹³R¹⁴, acetyl, -SCH₃, -S(=O)CH₃, -S(=O)₂CH₃, NR²⁶R²⁷, C₁-C₆ alkoxy, C₁-C₃ perfluoroalkyl, C₁-C₃ perfluoroalkoxy and a C₁-C₆ alkyl;

each R¹⁶ is independently a member selected from the group consisting of H, OH, COOR¹³, C(=O)NR¹³R¹⁴, S(=O)₂NR¹³R¹⁴, acetyl, -SCH₃, -S(=O)CH₃, -S(=O)₂CH₃, C₁-C₆ alkoxy, NR²⁶R²⁷, and a phenyl substituted with 0-3 R¹⁵; ~~a 5- to 6-membered heteroaryl~~

~~containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R¹⁵, and a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R¹⁵ and is saturated or unsaturated;~~

R¹⁷ is a member selected from the group consisting of H and C₁-C₄ alkyl;

each R¹⁸ is independently a member selected from the group consisting of H, OH, F, Cl, CN, NO₂, C(=O)OR³⁰, C(=O)NR¹³R¹⁴, NR¹¹R¹², a C₁-C₃ perfluoroalkyl, a C₁-C₃ perfluoroalkoxy, a phenyl substituted with 0-3 R¹⁵, ~~a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R¹⁵, a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R¹⁵ and is saturated or unsaturated; and C₃-C₈ cycloalkyl;~~

each R¹⁹ is a independently a member selected from the group consisting of C₁-C₄ alkyl, F, Cl and C₁-C₄ alkoxy, CF₃ and OCF₃;

~~alternatively, two R¹⁹ on the same carbon may be combined to form C₃-C₆ cycloalkyl;~~

each of R²⁰, R²¹, R²² and R²³ is independently a member selected from the group consisting of a bond, H, F, OH, C₁-C₄ alkyl, and C₁-C₃ alkylhydroxy;

~~alternatively, R²⁰ and R²¹ or R²² and R²³ are taken together to form a C₃-C₆ cycloalkyl;~~

R²⁴ is a member selected from the group consisting of H and C₁-C₄ alkyl;

each R²⁵ is independently a member selected from the group consisting of H, C₃-C₇ cycloalkyl, a phenyl substituted with 0-3 R¹⁵ ~~and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said 5- to 6-membered heteroaryl is substituted with 0-2 R¹⁵;~~

each R²⁶ is independently a member selected from the group consisting of H, C₁-C₄ alkyl, (C₁-C₄ alkyl)-C(=O)- and (C₁-C₄ alkyl)-S(=O)₂-;

each R²⁷ is independently a member selected from the group consisting of H and C₁-C₄ alkyl;

~~alternatively, R²⁶ and R²⁷ on the same N atom are taken together to form a C₅-C₇ heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

each R²⁸ is independently a member selected from the group consisting of H, a C₁-C₆ alkyl, C₃-C₈ cycloalkyl, a phenyl substituted with 0-3 R¹⁵, a benzyl substituted with 0-2 R¹⁵;

each R²⁹ is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO₂, OR²⁸, SR²⁸, S(=O)R²⁸, S(=O)₂R²⁸, S(=O)₂NR¹³R¹⁴, NR²⁶R²⁷, acetyl, C(=O)NR¹³R¹⁴, C(=O)OR¹³, C₁-C₆ alkyl, OCHF₂, SCF₃, OCF₃, and -C(=NH)NH₂, ~~and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

~~alternatively, two R²⁹ substituted on adjacent atoms may be combined to form a 5- to 6-membered heterocyclic fused radical, wherein said 5- to 6-membered heterocyclic fused radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5- to 6-membered heterocyclic fused radical is substituted with 0-1 oxo;~~

alternatively, R²⁹ and R⁹ are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with 0-2 R¹⁹;

each R³⁰ is independently a member selected from the group consisting of H, C₃-C₇ cycloalkyl, C₁-C₄ alkyl substituted with 0-1 R²⁵, and a phenyl substituted with 0-3 R¹⁵, ~~and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R¹⁵;~~

and with the proviso that R³, R⁴, R⁵, R⁶, R⁷, R⁸, and R⁹ are not all hydrogen.

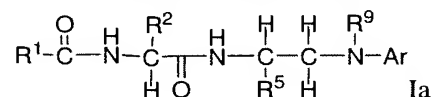
2-3. (canceled)

4. (currently amended) The compound of claim 1, wherein: R¹ is ~~a member selected from the group consisting of phenyl substituted with 0-3 R^{1a}, furanyl substituted with 0-3 R^{1a}, C₃-C₆ cycloalkyl substituted with 0-3 R^{1a}, indolyl substituted with 0-3 R^{1a}, 5- or 6-membered heterocyclyl substituted with 0-3 R^{1e}, pyridazinyl substituted with 0-3 R^{1a}, imadazolyl substituted with 0-3 R^{1a}, thienyl substituted with 0-3 R^{1a}, thiazolyl substituted~~

~~with 0-3 R^{1a}, oxadiazolyl substituted with 0-3 R^{1a}, pyrazolyl substituted with 0-3 R^{1a}, isoxazolyl substituted with 0-3 R^{1a}, tetrazolyl substituted with 0-3 R^{1a}, oxazolyl substituted with 0-3 R^{1a} and pyridyl substituted with 0-3 R^{1a}.~~

5-6. (canceled)

7. (currently amended) The compound of claim 1, according to formula Ia:



wherein:

~~R¹ is a member selected from the group consisting of a C₃-C₈ cycloalkyl substituted with 0-2 R^{1b}, wherein said C₃-C₈ cycloalkyl is saturated or unsaturated and a C₄-C₇ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1e} and is saturated or unsaturated;~~

R² is a member selected from the group consisting of a phenyl substituted with 0-3 R¹⁵, ~~a 5 to 6 membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵~~, a C₁-C₆ alkyl substituted with 0-2 R^{2a}, and a C₃-C₇ cycloalkyl substituted with 0-2 R¹⁹; and

Ar is phenyl substituted with 0-3 R²⁹, or alternatively, R²⁹ and R⁹ are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R¹⁹.

8. (currently amended) The compound of claim 7, wherein:

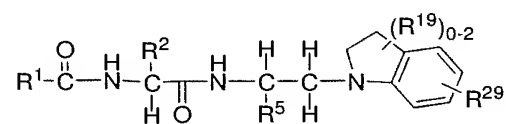
R² is a member selected from the group consisting of a C₁-C₂ alkyl substituted with 1 R^{2a}, and C₁-C₆ alkyl;

each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R¹⁵, and a C₃-C₈ cycloalkyl substituted with 0-2 R¹⁹;

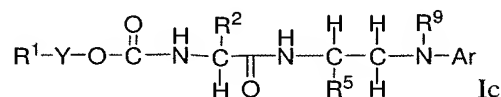
R^5 is a member selected from the group consisting of H, C₃-C₇ cycloalkyl; a C₁-C₆ alkyl substituted with 0-1 R^{18} , wherein said C₁-C₆ alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, -S(=O)-, -S(=O)₂- and -NR¹⁷-; and

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, C(=O)OR³⁰, C(=O)NR¹³R¹⁴, NR¹¹R¹², a phenyl substituted with 0-3 R^{15} , a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated; and C₃-C₈ cycloalkyl.

9. (original) The compound of claim 7, wherein said compound is of the formula:



10. (currently amended) The compound of claim 1, according to formula Ic:



wherein:

R^1 is a member selected from the group consisting of tBu, phenyl substituted with 0-2 R^{15} , a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15} , and a C₄-C₇ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1e} ;

each R^{1e} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C₁-C₆ alkyl substituted with 0-2 R^{16} , a C₄-C₆ alkoxy, CF₃, OCF₃, C(=O)R¹⁰, S(=O)₂R¹⁰, tBoc, Cbz, phenyl substituted with 0-3 R^{15} , and a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15} ;

Y is a member independently selected from the group consisting of a bond and $-(CR^{20}R^{21})_m-W-(CR^{22}R^{23})_p-$, wherein m is 0, W is a bond, and $R^{22}R^{23}$ are both H;

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15} , ~~a 5- to 6- membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15} , a C_4 - C_6 alkyl, a C_1 - C_3 alkyl substituted with 1 R^{2a} , and a C_3 - C_7 cycloalkyl substituted with 0-2 R^{19} ;~~

each R^{2a} is independently a member selected from the group consisting of a C_6 - C_{10} aryl substituted with 0-3 R^{15} , ~~a 5- to 6- membered monocyclic or 8- to 10- membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15} ;~~ a C_3 - C_8 cycloalkyl substituted with 0-2 R^{19} , and a C_7 - C_{11} bicycloalkyl substituted with 0-2 R^{19} ; and

Ar is phenyl substituted with 0-3 R^{29} , or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19} .

11. (currently amended) The compound of claim 10, wherein:

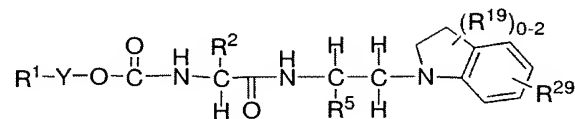
R^2 is a member selected from the group consisting of a C_1 - C_2 alkyl substituted with 1 R^{2a} , and C_1 - C_6 alkyl;

each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R^{15} , and a C_3 - C_8 cycloalkyl substituted with 0-2 R^{19} ;

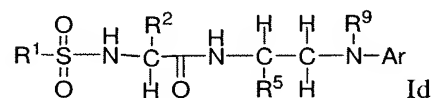
R^5 is a member selected from the group consisting of H, C_3 - C_7 cycloalkyl; a C_1 - C_6 alkyl substituted with 0-1 R^{18} , wherein said C_1 - C_6 alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, -S(=O)-, -S(=O)₂- and -NR¹⁷-; and

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, C(=O)OR³⁰, C(=O)NR¹³R¹⁴, NR¹¹R¹², a phenyl substituted with 0-3 R^{15} , ~~a C_3 - C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated;~~ and C_3 - C_8 cycloalkyl.

12. (currently amended) The compound of claim 10, wherein said compound is of the formula:



13. (currently amended) The compound of claim 1, according to formula Id:



wherein:

~~R¹ is a member selected from the group consisting of methyl, benzyl, C₆-C₁₀ aryl substituted with 0-3 R¹ᵃ, and a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R¹ᵃ;~~

each R¹ᵃ is independently a member selected from the group consisting of H, C₁-C₃ perfluoroalkyl, C₃-C₇ cycloalkyl, F, Cl, Br, CN, NO₂, OR¹⁰, SCH₃, S(=O)CH₃, S(=O)₂R¹⁰, NR¹¹R¹², acetyl, C(=O)OR¹³, C(=O)NR¹³R¹⁴, S(=O)₂NR¹³R¹⁴, and phenyl substituted with 0-3 R¹⁵, ~~a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵; and a C₁-C₄ alkyl; and~~

Ar is phenyl substituted with 0-3 R²⁹, or alternatively, R²⁹ and R⁹ are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R¹⁹.

14. (currently amended) The compound of claim 13, wherein:

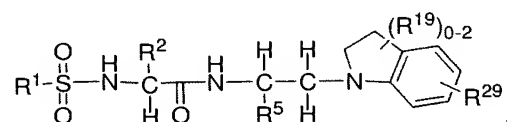
R² is a member selected from the group consisting of a C₁-C₂ alkyl substituted with 1 R²ᵃ, and C₁-C₆ alkyl;

each R²ᵃ is independently a member selected from the group consisting of a phenyl substituted with 0-3 R¹⁵, and a C₃-C₈ cycloalkyl substituted with 0-2 R¹⁹;

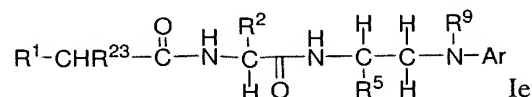
R^5 is a member selected from the group consisting of H, C₃-C₇ cycloalkyl; a C₁-C₆ alkyl substituted with 0-1 R^{18} , wherein said C₁-C₆ alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, -S(=O)-, -S(=O)₂- and -NR¹⁷-; and

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, C(=O)OR³⁰, C(=O)NR¹³R¹⁴, NR¹¹R¹², a phenyl substituted with 0-3 R^{15} , a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated; and C₃-C₈ cycloalkyl.

15. (original) The compound of claim 13, wherein said compound is of the formula:



16. (currently amended) The compound of claim 1, according to formula Ie



wherein:

R^1 is a member selected from the group consisting of a C₆-C₁₀ aryl substituted with 0-3 R^{1a} , a 5 to 6 membered monocyclic or 8 to 10 membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a} ;

each R^{1a} is independently a member selected from the group consisting of H, C₁-C₃ perfluoroalkyl, C₃-C₇ cycloalkyl, F, Cl, Br, CN, NO₂, OR¹⁰, SCH₃, S(=O)CH₃, S(=O)₂R¹⁰, NR¹¹R¹², acetyl, C(=O)OR¹³, C(=O)NR¹³R¹⁴, S(=O)₂NR¹³R¹⁴, phenyl substituted with 0-3 R^{15} , a 5 to 6 membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15} , a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said

~~heterocycle is substituted with 0-2 R^{1e} and is saturated or unsaturated, and a C₁-C₄ alkyl substituted with 0-2 R¹⁶; and~~

Ar is phenyl substituted with 0-3 R²⁹, or alternatively, R²⁹ and R⁹ are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R¹⁹.

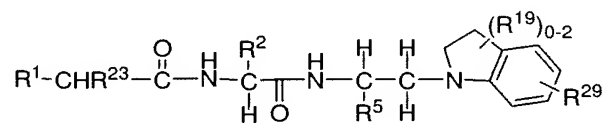
17. (original) The compound of claim 16, wherein:

R² is a member selected from the group consisting of a C₁-C₂ alkyl substituted with 1 R^{2a}, and C₁-C₆ alkyl;

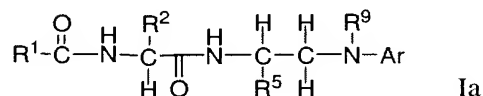
each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R¹⁵, and a C₃-C₈ cycloalkyl substituted with 0-2 R¹⁹; and

R⁵ is a member selected from the group consisting of H, C₃-C₇ cycloalkyl; a C₁-C₆ alkyl, wherein said C₁-C₆ alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, -S(=O)-, -S(=O)₂- and -NR¹⁷-.

18. (original) The compound of claim 16, wherein said compound is of the formula:



19. (currently amended) The compound of claim 1, according to formula Ia



wherein:

~~R¹ is a member selected from the group consisting of C₆-C₁₀ aryl substituted with 0-3 R^{1a}, and a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a};~~

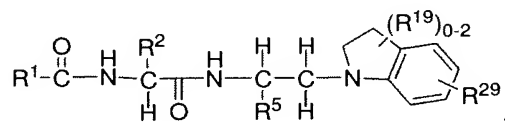
each R^{1a} is independently a member selected from the group consisting of H, C_1 - C_3 perfluoroalkyl, C_3 - C_7 cycloalkyl, F, Cl, Br, CN, NO_2 , OR^{10} , SCH_3 , $S(=O)CH_3$, $S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15} ; and a C_1 - C_4 alkyl substituted with 0-2 R^{16} ;

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15} ; ~~a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}~~ ; a C_1 - C_6 alkyl, a C_1 - C_2 alkyl substituted with 1 R^{2a} , and a C_3 - C_7 cycloalkyl substituted with 0-2 R^{19} ;

each R^{2a} is independently a member selected from the group consisting of a C_6 - C_{10} aryl substituted with 0-3 R^{15} ; ~~a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}~~ ; a C_3 - C_8 cycloalkyl substituted with 0-2 R^{19} ; and a C_7 - C_{11} bicycloalkyl substituted with 0-2 R^{19} ; and

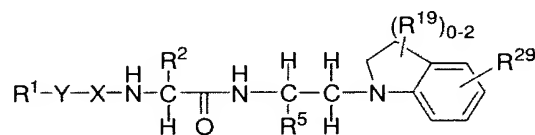
Ar is phenyl substituted with 0-3 R^{29} , or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19} .

20. (original) The compound of claim 19, wherein said compound is of the formula:



21-22. (canceled)

23. (currently amended) The compound of claim 1, according to formula Ig:

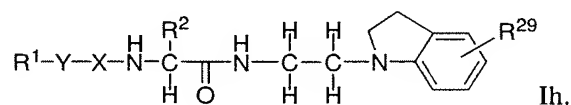


Ig

wherein:

R^5 is a member selected from the group consisting of H, C₃-C₇ cycloalkyl, C₂-C₆ alkenyl, C₂-C₆ alkyne, phenyl substituted with 0-2 R^{15} ; ~~5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15} ; and a C₁-C₆ alkyl substituted with 0-2 R^{18} , wherein said C₁-C₆ alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, -S(=O)-, -S(=O)₂- and -NR¹⁷-.~~

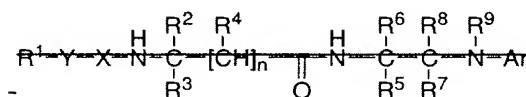
24. (original) The compound of claim 23, according to formula Ih:



25. (original) The compound of claim 1, wherein R^9 is H; and Ar is phenyl substituted with 0-3 R^{29} , or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19} .

26. (canceled)

27. (currently amended) A pharmaceutical composition comprising: ~~a the~~ compound of Formula I in claim 1:



I

or a pharmaceutically acceptable salt and an excipient, ~~or prodrug thereof~~,

~~wherein:~~

~~R^1 is a member selected from the group consisting of H, C₆-C₁₀ aryl substituted with 0-3 R^{1a} ; a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing~~

~~1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a}, a C₃-C₈ cycloalkyl substituted with 0-2 R^{1b}, wherein said C₃-C₈ cycloalkyl is saturated or unsaturated; and a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1e} and is saturated or unsaturated;~~

~~each R^{1a} is independently a member selected from the group consisting of H, C₁-C₃ perfluoroalkyl, C₃-C₇ cycloalkyl, F, Cl, Br, CN, NO₂, OR¹⁰, SCH₃, S(=O)CH₃, S(=O)₂R¹⁰, NR¹¹R¹², acetyl, C(=O)OR¹³, C(=O)NR¹³R¹⁴, S(=O)₂NR¹³R¹⁴, phenyl substituted with 0-3 R¹⁵, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵, a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1e} and is saturated or unsaturated, and a C₁-C₄ alkyl substituted with 0-2 R¹⁶;~~

~~each R^{1b} is independently a member selected from the group consisting of H, OH, F, Cl, acetyl, =O, C₁-C₆ alkyl, C₁-C₆ alkoxy, CF₃ and OCF₃;~~

~~each R^{1e} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C₁-C₆ alkyl substituted with 0-2 R¹⁶, C₁-C₆ alkoxy, CF₃, OCF₃, C(=O)R¹⁰, S(=O)₂R¹⁰, tBoc, Cbz; phenyl substituted with 0-3 R¹⁵; a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵;~~

~~R² is a member selected from the group consisting of a phenyl substituted with 0-3 R¹⁵, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵, a C₁-C₆ alkyl substituted with 0-2 R^{2a}, wherein said C₁-C₆ alkyl optionally contains a heteroatom selected from the group consisting of O, S, and S(=O)₂, a C₂-C₆ alkenyl, a C₂-C₆ alkynyl, a C₃-C₇ cycloalkyl substituted with 0-2 R¹⁹, wherein said C₃-C₇ cycloalkyl optionally contains a heteroatom selected from O, S, and S(=O)₂, and a C₇-C₁₄ bicycloalkyl substituted with 0-2 R¹⁹;~~

~~each R^{2a} is independently a member selected from the group consisting of a C₆-C₁₀ aryl substituted with 0-3 R¹⁵, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic~~

~~heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R¹⁵, a C₃-C₈ cycloalkyl substituted with 0-2 R¹⁹, and a C₇-C₁₁ bicycloalkyl substituted with 0-2 R¹⁹;~~

~~R³ is a member selected from the group consisting of H and C₁-C₄ alkyl;~~

~~subscript n is 0 or 1;~~

~~R⁴ is a member selected from the group consisting of H and C₁-C₆ alkyl;~~

~~alternatively, R² and R⁴ are taken together to form a C₅-C₇ cycloalkyl substituted with 0-2 R¹⁹;~~

~~R⁵ is a member selected from the group consisting of H, C₃-C₇ cycloalkyl, C₂-C₆ alkenyl, C₂-C₆ alkyne, phenyl substituted with 0-2 R¹⁵, 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵, a C₁-C₆ alkyl substituted with 0-2 R¹⁸, wherein said C₁-C₆ alkyl optionally contains a heteroatom selected from the group consisting of O, S, S(=O), S(=O)₂ and NR¹⁷;~~

~~Y is a member independently selected from the group consisting of a bond and -(CR²⁰R²¹)_m-W-(CR²²R²³)_p;~~

~~subscript p is 1 or 2,~~

~~subscript m is 0 or 1,~~

~~W is a member independently selected from the group consisting of a bond, O, S, S(=O), S(=O)₂ and NR¹⁷;~~

~~X is selected from the group consisting of C(=O), OC(=O), NR²⁴, C(=O) and S(=O)₂;~~

~~each of R⁶, -R⁷, -R⁸ and R⁹ independently a member selected from the group consisting of H and C₁-C₄ alkyl,~~

~~alternatively R⁵ and R⁷ are taken together to form a C₅-C₇ cycloalkyl substituted with 0-2 R¹⁹;~~

~~alternatively R⁵ and R⁹ are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S,~~

~~Ar is a member selected from the group consisting of phenyl substituted with 0-3 R²⁹, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member~~

~~selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R²⁹;~~

~~each R¹⁰ is independently a member selected from the group consisting of H, C₃-C₇ cycloalkyl, a C₁-C₃ perfluoroalkyl, a C₁-C₄ alkyl substituted with 0-1 R²⁵, a phenyl substituted with 0-3 R¹⁵; a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵, and a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R¹⁶;~~

~~each R¹¹ is independently a member selected from the group consisting of H, ^tBOC, Cbz, C₃-C₈ cycloalkyl, (C₁-C₆ alkyl)-C(=O)-, (C₁-C₆ alkyl)-S(=O)₂- and a C₁-C₆ alkyl;~~

~~each of R¹², R¹³ and R¹⁴ is independently a member selected from the group consisting of H and C₁-C₄ alkyl;~~

~~alternatively, R¹³ and R¹⁴ on the same N atom are taken together to form a C₅-C₇ heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

~~each R¹⁵ is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO₂, COOR¹³, C(=O)NR¹³R¹⁴, S(=O)₂NR¹³R¹⁴, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, NR²⁶R²⁷, C₁-C₆ alkoxy, C₁-C₃ perfluoroalkyl, C₁-C₃ perfluoroalkoxy and a C₁-C₆ alkyl;~~

~~each R¹⁶ is independently a member selected from the group consisting of H, OH, COOR¹³, C(=O)NR¹³R¹⁴, S(=O)₂NR¹³R¹⁴, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkoxy, NR²⁶R²⁷, a phenyl substituted with 0-3 R¹⁵, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R¹⁵, and a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R¹⁵ and is saturated or unsaturated;~~

~~R¹⁷ is a member selected from the group consisting of H and C₁-C₄ alkyl;~~

~~each R¹⁸ is independently a member selected from the group consisting of H, OH, F, Cl, CN, NO₂, C(=O)OR³⁰, C(=O)NR¹³R¹⁴, NR¹¹R¹², a C₁-C₃ perfluoroalkyl, a C₁-C₃ perfluoroalkoxy, a phenyl substituted with 0-3 R¹⁵, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O~~

~~and S, wherein said heteroaryl is substituted with 0-3 R¹⁵, a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R¹⁵ and is saturated or unsaturated; and C₃-C₈ cycloalkyl;~~

~~each R¹⁹ is independently a member selected from the group consisting of C₁-C₄ alkyl, F, Cl and C₁-C₄ alkoxy, CF₃ and OCF₃;~~

~~alternatively, two R¹⁹ on the same carbon may be combined to form C₃-C₆ cycloalkyl;~~

~~each of R²⁰, R²¹, R²² and R²³ is independently a member selected from the group consisting of a bond, H, F, OH, C₁-C₄ alkyl, and C₁-C₃ alkylhydroxy;~~

~~alternatively, R²⁰ and R²¹ or R²² and R²³ are taken together to form a C₃-C₆ cycloalkyl;~~

~~R²⁴ is a member selected from the group consisting of H and C₁-C₄ alkyl;~~

~~each R²⁵ is independently a member selected from the group consisting of H, C₃-C₇ cycloalkyl, a phenyl substituted with 0-3 R¹⁵ and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said 5- to 6-membered heteroaryl is substituted with 0-2 R¹⁵;~~

~~each R²⁶ is independently a member selected from the group consisting of H, C₁-C₄ alkyl, (C₁-C₄ alkyl) C(=O) and (C₁-C₄ alkyl) S(=O)₂;~~

~~each R²⁷ is independently a member selected from the group consisting of H and C₁-C₄ alkyl;~~

~~alternatively, R²⁶ and R²⁷ on the same N atom are taken together to form a C₅-C₇ heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

~~each R²⁸ is independently a member selected from the group consisting of H, a C₁-C₆ alkyl, C₃-C₈ cycloalkyl, a phenyl substituted with 0-3 R¹⁵, a benzyl substituted with 0-2 R¹⁵;~~

~~each R²⁹ is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO₂, OR²⁸, SR²⁸, S(=O)R²⁸, S(=O)₂R²⁸, S(=O)₂NR¹³R¹⁴, NR²⁶R²⁷, acetyl, C(=O)NR¹³R¹⁴, C(=O)OR¹³, C₁-C₆ alkyl, OCHF₂, SCF₃, OCF₃, C(=NH)NH₂, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

~~alternatively, two R²⁹ substituted on adjacent atoms may be combined to form a 5- to 6-membered heterocyclic fused radical, wherein said 5- to 6-membered heterocyclic fused~~

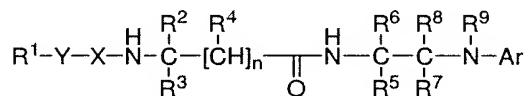
~~radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5 to 6 membered heterocyclic fused radical is substituted with 0-1 oxo;~~

~~alternatively, R²⁹ and R⁹ are taken together to form a 5 to 7 membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with 0-2 R¹⁹;~~

~~each R³⁰ is independently a member selected from the group consisting of H, C₃-C₇ cycloalkyl, C₁-C₄ alkyl substituted with 0-1 R²⁵, a phenyl substituted with 0-3 R¹⁵, and a 5 to 6 membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R¹⁵; with the proviso that R³, R⁴, R⁵, R⁶, R⁷, R⁸, and R⁹ are not all hydrogen; and an exception.~~

28. (currently amended) A pharmaceutical ~~The composition comprising the compound of claim 38 of claim 27, wherein said compound is a member selected from the compounds of Table I.~~

29. (withdrawn) A method of selectively inhibiting cathepsin S activity in a mammal in need thereof, comprising administering to said mammal a therapeutically effective amount of a compound of Formula I:



I

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

R¹ is a member selected from the group consisting of H, C₆-C₁₀ aryl substituted with 0-3 R^{1a}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a}, a C₃-C₈ cycloalkyl substituted with 0-2 R^{1b}, wherein said C₃-C₈ cycloalkyl is saturated or unsaturated; and a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group

consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated;

each R^{1a} is independently a member selected from the group consisting of H, C₁-C₃ perfluoroalkyl, C₃-C₇ cycloalkyl, F, Cl, Br, CN, NO₂, OR¹⁰, SCH₃, S(=O)CH₃, S(=O)₂R¹⁰, NR¹¹R¹², acetyl, C(=O)OR¹³, C(=O)NR¹³R¹⁴, S(=O)₂NR¹³R¹⁴, phenyl substituted with 0-3 R¹⁵, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵, a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated, and a C₁-C₄ alkyl substituted with 0-2 R¹⁶;

each R^{1b} is independently a member selected from the group consisting of H, OH, F, Cl, acetyl, =O, C₁-C₆ alkyl, C₁-C₆ alkoxy, CF₃ and OCF₃;

each R^{1c} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C₁-C₆ alkyl substituted with 0-2 R¹⁶, C₁-C₆ alkoxy, CF₃, OCF₃, C(=O)R¹⁰, S(=O)₂R¹⁰, tBoc, Cbz; phenyl substituted with 0-3 R¹⁵; a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵;

R² is a member selected from the group consisting of a phenyl substituted with 0-3 R¹⁵, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵, a C₁-C₆ alkyl substituted with 0-2 R^{2a}, wherein said C₁-C₆ alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, and -S(=O)₂-, a C₂-C₆ alkenyl, a C₂-C₆ alkynyl, a C₃-C₇ cycloalkyl substituted with 0-2 R¹⁹, wherein said C₃-C₇ cycloalkyl optionally contains a heteroatom selected from -O-, -S-, and -S(=O)₂-, and a C₇-C₁₁ bicycloalkyl substituted with 0-2 R¹⁹;

each R^{2a} is independently a member selected from the group consisting of a C₆-C₁₀ aryl substituted with 0-3 R¹⁵, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R¹⁵, a C₃-C₈ cycloalkyl substituted with 0-2 R¹⁹, and a C₇-C₁₁ bicycloalkyl substituted with 0-2 R¹⁹;

R³ is a member selected from the group consisting of H and C₁-C₄ alkyl;

subscript n is 0 or 1;

R⁴ is a member selected from the group consisting of H and C₁-C₆ alkyl;

alternatively, R² and R⁴ are taken together to form a C₅-C₇ cycloalkyl substituted with 0-2 R¹⁹;

R⁵ is a member selected from the group consisting of H, C₃-C₇ cycloalkyl, C₂-C₆ alkenyl, C₂-C₆ alkyne, phenyl substituted with 0-2 R¹⁵; 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵, a C₁-C₆ alkyl substituted with 0-2 R¹⁸, wherein said C₁-C₆ alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, -S(=O)-, -S(=O)₂- and -NR¹⁷-;

Y is a member independently selected from the group consisting of a bond and -(CR²⁰R²¹)_m-W-(CR²²R²³)_p-;

subscript p is 1 or 2;

subscript m is 0 or 1;

W is a member independently selected from the group consisting of a bond, -O-, -S-, -S(=O)-, -S(=O)₂- and -NR¹²-;

X is selected from the group consisting of -C(=O)-, -OC(=O)-, -NR²⁴C(=O)- and -S(=O)₂-;

each of R⁶, R⁷, R⁸ and R⁹ is independently a member selected from the group consisting of H and C₁-C₄ alkyl;

alternatively, R⁵ and R⁷ are taken together to form a C₅-C₇ cycloalkyl substituted with 0-2 R¹⁹;

alternatively, R⁵ and R⁹ are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

Ar is a member selected from the group consisting of phenyl substituted with 0-3 R²⁹, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R²⁹;

each R¹⁰ is independently a member selected from the group consisting of H, C₃-C₇ cycloalkyl, a C₁-C₃ perfluoroalkyl, a C₁-C₄ alkyl substituted with 0-1 R²⁵, a phenyl substituted with 0-3 R¹⁵; a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each

independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R¹⁵, and a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c};

each R¹¹ is independently a member selected from the group consisting of H, 'BOC, Cbz, C₃-C₈ cycloalkyl, (C₁-C₆ alkyl)-C(=O)-, (C₁-C₆ alkyl)-S(=O)₂- and a C₁-C₆ alkyl;

each of R¹², R¹³ and R¹⁴ is independently a member selected from the group consisting of H and C₁-C₄ alkyl;

alternatively, R¹³ and R¹⁴ on the same N atom are taken together to form a C₅-C₇ heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

each R¹⁵ is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO₂, COOR¹³, C(=O)NR¹³R¹⁴, S(=O)₂NR¹³R¹⁴, acetyl, -SCH₃, -S(=O)CH₃, -S(=O)₂CH₃, NR²⁶R²⁷, C₁-C₆ alkoxy, C₁-C₃ perfluoroalkyl, C₁-C₃ perfluoroalkoxy and a C₁-C₆ alkyl;

each R¹⁶ is independently a member selected from the group consisting of H, OH, COOR¹³, C(=O)NR¹³R¹⁴, S(=O)₂NR¹³R¹⁴, acetyl, -SCH₃, -S(=O)CH₃, -S(=O)₂CH₃, C₁-C₆ alkoxy, NR²⁶R²⁷, a phenyl substituted with 0-3 R¹⁵, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R¹⁵, and a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R¹⁵ and is saturated or unsaturated;

R¹⁷ is a member selected from the group consisting of H and C₁-C₄ alkyl;

each R¹⁸ is independently a member selected from the group consisting of H, OH, F, Cl, CN, NO₂, C(=O)OR³⁰, C(=O)NR¹³R¹⁴, NR¹¹R¹², a C₁-C₃ perfluoroalkyl, a C₁-C₃ perfluoroalkoxy, a phenyl substituted with 0-3 R¹⁵, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R¹⁵, a C₃-C₈ heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R¹⁵ and is saturated or unsaturated; and C₃-C₈ cycloalkyl;

each R¹⁹ is independently a member selected from the group consisting of C₁-C₄ alkyl, F, Cl and C₁-C₄ alkoxy, CF₃ and OCF₃;

alternatively, two R¹⁹ on the same carbon may be combined to form C₃-C₆ cycloalkyl;

each of R²⁰, R²¹, R²² and R²³ is independently a member selected from the group consisting of a bond, H, F, OH, C₁-C₄ alkyl, and C₁-C₃ alkylhydroxy;

alternatively, R²⁰ and R²¹ or R²² and R²³ are taken together to form a C₃-C₆ cycloalkyl;

R²⁴ is a member selected from the group consisting of H and C₁-C₄ alkyl;

each R²⁵ is independently a member selected from the group consisting of H, C₃-C₇ cycloalkyl, a phenyl substituted with 0-3 R¹⁵ and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said 5- to 6-membered heteroaryl is substituted with 0-2 R¹⁵;

each R²⁶ is independently a member selected from the group consisting of H, C₁-C₄ alkyl, (C₁-C₄ alkyl)-C(=O)- and (C₁-C₄ alkyl)-S(=O)₂;

each R²⁷ is independently a member selected from the group consisting of H and C₁-C₄ alkyl;

alternatively, R²⁶ and R²⁷ on the same N atom are taken together to form a C₅-C₇ heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

each R²⁸ is independently a member selected from the group consisting of H, a C₁-C₆ alkyl, C₃-C₈ cycloalkyl, a phenyl substituted with 0-3 R¹⁵, a benzyl substituted with 0-2 R¹⁵;

each R²⁹ is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO₂, OR²⁸, SR²⁸, S(=O)R²⁸, S(=O)₂R²⁸, S(=O)₂NR¹³R¹⁴, NR²⁶R²⁷, acetyl, C(=O)NR¹³R¹⁴, C(=O)OR¹³, C₁-C₆ alkyl, OCHF₂, SCF₃, OCF₃, -C(=NH)NH₂, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S;

alternatively, two R²⁹ substituted on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5 to 6 membered heterocyclic fused radical is substituted with 0-1 oxo;

alternatively, R²⁹ and R⁹ are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from

the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with 0-2 R¹⁹;

each R³⁰ is independently a member selected from the group consisting of H, C₃-C₇ cycloalkyl, C₁-C₄ alkyl substituted with 0-1 R²⁵, a phenyl substituted with 0-3 R¹⁵, and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R¹⁵; and with the proviso that R³, R⁴, R⁵, R⁶, R⁷, R⁸, and R⁹ are not all hydrogen.

30. (withdrawn) The method of claim 29, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 10 μ M.

31. (withdrawn) The method of claim 30, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 1.0 μ M.

32. (withdrawn) The method of claim 31, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 0.1 μ M.

33. (withdrawn) The method of claim 29, wherein cathepsin S is selectively inhibited in the presence of at least one other cathepsin.

34. (withdrawn) The method of claim 33, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 10 times greater than a cathepsin S inhibition constant of a compound of Formula I.

35. (withdrawn) The method of claim 34, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 100 times greater than said cathepsin S inhibition constant of a compound of Formula I.

36. (withdrawn) The method of claim 35, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 1000 times greater than said cathepsin S inhibition constant of a compound of Formula I.

37. (withdrawn) The method of claim 29, wherein said compound is a member selected from the compounds of Table I.

38. (new) The compound of claim 1, selected from the group consisting of (S)-N-{1-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

N-(S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-4-phenoxy-benzamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-[2-(4-methoxy-phenyl)-acetylamino]-propionamide;

(S)-N-{1-[2-(5-Chloro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(7-methoxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(6-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(7-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(5-cyano-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

Cyclopropanecarboxylic acid (S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-amide;

(S)-N-{3-Cyclohexyl-1-[2-(4-methoxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(5-methoxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(5-benzyloxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

N-{1-(S)-[2-(4-Methoxy-phenylamino)-propylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

N-{ 1-(*S*)-[2-(4-Methoxy-phenylamino)-1-methyl-ethylcarbamoyl]-3-methyl-butyl }-3-methyl-benzamide;

N-{ 1-(*S*)-[2-(4-Methoxy-phenylamino)-1-(*S*)-methyl-ethylcarbamoyl]-3-methyl-butyl }-3-methyl-benzamide;

N-{ 1-(*S*)-[2-(4-Methoxy-phenylamino)-1-(*R*)-methyl-ethylcarbamoyl]-3-methyl-butyl }-3-methyl-benzamide;

N-{ 2-Cyclohexyl-(1*S*)-[2-(4-methoxy-phenylamino)-(1*R*)-methyl-ethylcarbamoyl]-ethyl }-3-methoxy-benzamide;

N-{ (1*S*)-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-1,1-dimethyl-ethylcarbamoyl]-2-phenyl-ethyl }-3-methyl-benzamide;

N-{ 1-(*S*)-[1-(*R*)-Benzyloxymethyl-2-(4-methoxy-phenylamino)-ethylcarbamoyl]-3-methyl-butyl }-3-methyl-benzamide;

N-(*S*)-{ [1-(*R*)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-phenyl-methyl }-3-methoxy-benzamide;

N-[1-(*S*)-[1-(*R*)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-2-(4-fluoro-phenyl)-ethyl]-3-methoxy-benzamide;

N-{ 1-(*S*)-[(2-Benzyloxy-1-(*R*)-(5-fluoro-2,3-dihydro-indol-1-yl)methyl)-ethylcarbamoyl]-3-cyclohexyl-propyl }-3-methoxy-benzamide;

N-{ 3-Cyclohexyl-1-(*S*)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(*R*)-hydroxymethyl-ethylcarbamoyl]-propyl }-3-methoxy-benzamide;

N-{ 3-Cyclohexyl-1-(*R*)-[(*S*)-2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(*R*)-hydroxymethyl-ethylcarbamoyl]-propyl }-3-methoxy-benzamide;

(*S,S*)-5-(5-Fluoro-2,3-dihydro-indol-1-yl)-4-[4-methyl-2-(3-methyl-benzoylamino)-pentanoylamino]-pentanoic acid benzyl ester;

(*S,S*)-5-(5-Fluoro-2,3-dihydro-indol-1-yl)-4-[4-methyl-2-(3-methyl-benzoylamino)-pentanoylamino]-pentanoic acid;

(*S,S*)-*N*-{ 1-[3-Carbamoyl-1-(5-fluoro-2,3-dihydro-indol-1-yl)methyl]-propylcarbamoyl]-3-methyl-butyl }-3-methyl-benzamide;

(*S,S*)-*N*-{ 1-[1-(5-Fluoro-2,3-dihydro-indol-1-yl)methyl]-3-ureido-propylcarbamoyl]-3-methyl-butyl }-3-methyl-benzamide;

(*S,S*)-3-[4-Cyclohexyl-2-(3-methoxy-benzoylamino)-butyrylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid benzyl ester;

(S,S)-3-[4-Cyclohexyl-2-(3-methoxy-benzoylamino)-butyrylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid;

(S,S)-N-{1-[1-Benzyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-cyclohexyl-propyl}-3-methoxy-benzamide;

(S,S)-N-{3-Cyclohexyl-1-[1-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-3-methyl-butylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S,S)-N-{3-Cyclohexyl-1-[1-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-2-methyl-propylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S,S)-N-{3-Cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-phenyl-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

N-{1-(S)-[2-(R)-Benzyloxy-1-(R)-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-propylcarbamoyl]-3-cyclohexyl-propyl}-3-methoxy-benzamide;

N-{1-(R)-[1-(R)-Benzylsulfanylmethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-cyclohexyl-propyl}-3-methoxy-benzamide;

(S,S)-[5-[4-Cyclohexyl-2-(3-methoxy-benzoylamino)-butyrylamino]-6-(5-fluoro-2,3-dihydro-indol-1-yl)-hexyl]-carbamic acid benzyl ester;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-(2-fluoro-biphenyl-4-yl)-propionamide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-p-tolyl-propionamide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-o-tolyl-propionamide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-(4-fluoro-phenyl)-propionamide;

2-(4-Chloro-phenyl)-N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-propionamide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-(R)-phenyl-propionamide;

N-(S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-3-methyl-benzamide;

N-(S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-4-(methanesulfonylamino-methyl)-benzamide;

N-(S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-3-methanesulfonyl-benzamide;

N-(S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-4-methanesulfonylamino-benzamide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-(4-hydroxy-phenyl)-propionamide;

4-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(S)-(2-(R)-phenyl-propionylamino)-butyramide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-(R)-phenyl-butyramide;

N-{1-(S)-[1-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-2-cyclohexyl-ethyl}-3-methoxy-benzamide;

N-{2-Cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(R)-hydroxymethyl-ethylcarbamoyl]-ethyl}-3-methoxy-benzamide;

N-{1-(S)-[1-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3,3-dimethyl-butyl}-3-methoxy-benzamide;

N-{1-(S)-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-1-(R)-hydroxymethyl-ethylcarbamoyl]-3,3-dimethyl-butyl}-3-methoxy-benzamide;

3-(S)-(2-(S)-Benzyloxycarbonylamino-4,4-dimethyl-pentanoylamino)-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid tert-butyl ester;

3-(S)-(2-(S)-Benzyloxycarbonylamino-4,4-dimethyl-pentanoylamino)-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid;

4-(5-Fluoro-2,3-dihydro-indol-1-yl)-3-(S)-[2-(S)-(3-methoxy-benzoylamino)-4,4-dimethyl-pentanoylamino]-butyric acid tert-butyl ester;

3-(S)-[3-Cyclohexyl-2-(S)-(3-methoxy-benzoylamino)-propionylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid benzyl ester;

3-(S)-[3-Cyclohexyl-2-(S)-(3-methoxy-benzoylamino)-propionylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid;

4-(5-Fluoro-2,3-dihydro-indol-1-yl)-3-(S)-[2-(S)-(3-methoxy-benzoylamino)-4,4-dimethyl-pentanoylamino]-butyric acid ethyl ester;

N-{1-(S)-[2-Cyano-1-(S)-(5-fluoro-2,3-dihydro-indol-1-yl)methyl]-ethylcarbamoyl]-3,3-dimethyl-butyl}-3-methoxy-benzamide;

N-{1-(S)-[5-Amino-1-(S)-(5-fluoro-2,3-dihydro-indol-1-yl)methyl]-pentylcarbamoyl]-3-cyclohexyl-propyl}-3-methoxy-benzamide;

3-(S)-(2-(S)-Benzyloxycarbonylamino-3-cyclohexyl-propionylamino)-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid benzyl ester;

1-(S)-[1-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-2-cyclohexyl-ethyl}-carbamic acid benzyl ester;

N-{3-Cyclohexyl-1-(S)-[2-(3,5-dimethoxy-benzyloxy)-1-(R)-(5-fluoro-2,3-dihydro-indol-1-yl)methyl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

4-{2-(R)-[4-Cyclohexyl-2-(S)-(3-methoxy-benzoylamino)-butyrylamino]-3-(5-fluoro-2,3-dihydro-indol-1-yl)-propoxymethyl}-benzoic acid methyl ester;

(S,S)-N-{3-Cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(4-hydroxy-benzyl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

{2-Cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(S)-methyl-ethylcarbamoyl]-ethyl}-carbamic acid benzyl ester;

4-Benzyloxy-N--(R,S)-{[2-(4-amidinophenylamino)-1-(S)-methyl-ethylcarbamoyl]-(2,4-dichloro-phenyl)-methyl}-benzamide;

{1-(S)-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-1-(S)-methyl-ethylcarbamoyl]-3,3-dimethyl-butyl}-carbamic acid benzyl ester;

Cyclopropanecarboxylic acid {1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(S)-methyl-ethylcarbamoyl]-3,3-dimethyl-butyl}-amide;

(S,S)-2-(3-Chloro-benzenesulfonylamino)-3-cyclohexyl-N-[1-methyl-2-(4-trifluoromethoxy-phenylamino)-ethyl]-propionamide;

(S,S)-3-Cyclohexyl-N-[1-methyl-2-(4-trifluoromethoxy-phenylamino)-ethyl]-2-(3-trifluoromethoxy-benzenesulfonylamino)-propionamide;

N-((S)-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)(cyclohexyl) methyl)-3-methylbenzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-(2-chlorophenyl)ethyl)-3-methylbenzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-(3-chlorophenyl)ethyl)-3-methylbenzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-(4-chlorophenyl)ethyl)-3-methylbenzamide;

(S)-N-{2-Cyclopentyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-3-methyl-benzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-3,3-dimethylbutyl)-3-methylbenzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-3-cyclohexylpropyl)-3-methylbenzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-phenylethyl)-3-methylbenzamide;

N-(R,S)-((3-(5-fluoroindolin-1-yl)-1-hydroxypropan-2-(R)-ylcarbamoyl)(2,4-dichlorophenyl)methyl)-3,4-difluorobenzamide;

N-(S)-((3-(benzyloxy)-1-(5-fluoroindolin-1-yl)propan-2-(R)-ylcarbamoyl)(2,4-dichlorophenyl)methyl)-3,4-difluorobenzamide;

(R,S)-N-((2-(5-fluoroindolin-1-yl)ethylcarbamoyl)(2,4-dichlorophenyl)methyl)-3-methylbenzamide;

(S,S)-N-(((3-(5-fluoroindolin-1-yl)-1-hydroxypropan-2-ylcarbamoyl)(2,4-dichlorophenyl)methyl)-3,4-difluorobenzamide;

(S,S)-4-(5-Fluoro-2,3-dihydro-indol-1-yl)-3-[2-(3-methoxy-benzoylamino)-4,4-dimethyl-pentanoylamino]-butyric acid;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(5-isoxazol-3-yl-thiophene-2-sulfonylamino)-propionamide;

(S)-2-(3-Biphenyl-4-yl-ureido)-3-cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-phenoxy-benzenesulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(naphthalene-1-sulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-trifluoromethyl-benzenesulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-trifluoromethoxy-benzenesulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-[4-(4-fluorophenoxy)-benzenesulfonylamino]-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4'-methoxy-biphenyl-4-sulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-methoxy-benzenesulfonylamino)-propionamide;

(S)-3-Cyclohexyl-2-(4-difluoromethoxy-benzenesulfonylamino)-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-phenylmethanesulfonylamino-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(toluene-3-sulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-[4-(4-methoxy-phenoxy)-benzenesulfonylamino]-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(3-methoxy-benzenesulfonylamino)-propionamide;

(S,S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-2-(toluene-3-sulfonylamino)-propionamide;

(S,S)-3-[4,4-Dimethyl-2-(toluene-3-sulfonylamino)-pentanoylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid tert-butyl ester;

(S,S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-2-(3-trifluoromethoxy-benzenesulfonylamino)-propionamide;

(S,S)-2-(3-Chloro-benzenesulfonylamino)-3-cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-propionamide;

(S,S)-N-{3-Cyclohexyl-1-[1-(5-fluoro-2,3-dihydro-indol-1-yl)methyl]-3-hydroxy-propylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S,S)-3-[4,4-Dimethyl-2-(toluene-3-sulfonylamino)-pentanoylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid;

(S,S)-2-Benzenesulfonylamino-3-cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-propionamide; and

(S,S)-4,4-Dimethyl-2-(toluene-3-sulfonylamino)-pentanoic acid [2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-amide.